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THOMSON REUTERS

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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己	OMB AP	PROVAL
101	OMB Number:	3235-0076
2	Expires:	April 30, 2008
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- 7	Hours per respon	nse 16.00
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SEC USE ONLY						
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Name of Offering (check if this is an amendment and name has changed, and indicate change.) Offering of Interests in ML Asian R.E. Fund (T.E.), L.P.			
	ULOE		
Type of Filing: New Filing Amendment			
A. BASIC IDENTIFICATION DATA	 	A WIH H ills WH H il	1
Enter the information requested about the issuer			ĺ
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) ML Asian R.E. Fund (T.E.), L.P.	080461	//////////////////////////////////////	11
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (19 17/F ICBC Tower, Citibank Plaza, 3 Garden Road, Hong Kong	ncluding Area	Code)	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (In different from Executive Offices)	ncluding Area	Code)	
Brief Description of Business			
A global real estate fund formed for a diverse group of large institutional and private investors in varie	ous jurisdicti	ons globa	illy.
Type of Business Organization			
☐ corporation ☐ limited partnership, already formed			
☐ business trust ☐ limited partnership, to be formed			
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual 🔲 1	Estimated	
GENERAL INSTRUCTIONS Federal: Who Must File: All issues making an offering of securities in reliance on an exemption under Regulation D. or S.	Section 4(6) 17	CED 230	501

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Ente	er the information requested for	the following:			
•	Each promoter of the issuer, if	the issuer has been org	anized within the past fi	ive years;	
•	Each beneficial owner having equity securities of the issuer;	_	_		of, 10% or more of a class of
•	Each executive officer and di issuers; and	irector of corporate issu	ers and of corporate g	eneral and man	aging partners of partnershi
•	Each general and managing pa	artner of partnership issu	iers.		
Check Bo	ox(es) that Apply: Promoter	☐ Reneficial Owner	☐ Executive Officer	Director	General and/or
CHECK DO	ox(es) that Apply. [] I tomoter	Beneficial & wher			Managing Partner
	ne (Last name first, if individual) on R.E. Fund GP, L.P.		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
Business	or Residence Address (Number	and Street, City, State,	Zip Code)		
4 World	Financial Center, New York, I	NY 10080			
	ox(es) that Apply: Promoter	`,	☐ Executive Officer	☑ Director	General and/or Managing Partner
Schultz,			, ,		2.
	or Residence Address (Number Financial Center, New York, I		Zip Code)		,
Check Bo	ox(es) that Apply: Promoter	Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Nam	ne (Last name first, if individual)				
	n, Steven				
	or Residence Address (Number		Zip Code)		
	Financial Center, New York,			<u></u>	
	ox(es) that Apply: Promoter		⊠ Executive Officer	☐ Director	General and/or Managing Partner
	ne (Last name first, if individual)				
Patterso		18	7'-0-1->		
1	or Residence Address (Number Financial Center, New York, I	• • • •	Zip Code)		
<u> </u>			✓ Evacutiva Officer	☐ Director	☐ General and/or
	ox(es) that Apply: Promoter		☑ Executive Officer		Managing Partner
	ne (Last name first, if individual) ney, Martin				
	or Residence Address (Number	and Street City State	Zin Code)		
	Financial Center, New York, I	•	Zip code)		
	ox(es) that Apply: Promoter			Director	General and/or Managing Partner
Full Nam Denicola	ne (Last name first, if individual)				Training I to the
1	or Residence Address (Number Financial Center, New York, I		Zip Code)		
Check Bo	ox(es) that Apply: Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Nam	ne (Last name first, if individual)				
Business	or Residence Address (Number	and Street, City, State,	Zip Code)		
	(Use hlank sh	eet, or copy and use add	litional conies of this sh	eet, as necessar	v)

				B. IN	FORMAT	ION ABO	OUT OFFI	ERING				
1. 'Has the	e issuer so	ld, or does	the issuer				d investors Column 2,				Ye	
2. What i	s the mini	mum inve	stment that	will be ac	cepted fro	m any ind	ividual?				\$ <u>1</u>	0,000,000*
	*(The minimum initial investment is \$10,000,000, subject to lesser amounts being accepted at the discretion of the General Partner.									Partner.)		
3. Does t	 Does the offering permit joint ownership of a single unit?									Ye: 		
associa dealer.	ated persor	n or agent nan five (5	of a broke) persons t	r or deale	registered	d with the	SEC and/o	or with a s	tate or stat	es, list the	name of t	e listed is an he broker or information
Full Name	(Last nam	e first, if i	ndividual)									
Business or	r Residenc	e Address	(Number a	and Street,	City, Stat	e, Zip Cod	e)					
4 World F				Y 10080					· · · ·			
Name of A	ssociated I	Broker or !	Dealer									
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□RI	□sc	□SD	□TN	□TX	□UT	□VT	□VA	□WA	□wv	□wı	□wy	□PR
Full Name	(Last nam	e first, if i	ndividual)									
Business of	r Residenc	e Address	(Number a	and Street,	City, Stat	e, Zip Cod	e)					
Name of A	ssociated I	Broker or l	Dealer									
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□MT	□NE	□NV	□NH	∏NJ □тv	□NM	□NY	□NC	□ND	□он	□ok	OR	∏PA □nn
□RI Full Name	☐SC (Last nam	□SD e first, if i	□TN ndividual)	□TX 	UT	VT	□VA	□WA	□wv	□WI	□WY	□PR
Desires	- D - : I	- A 1 1	<u> </u>		C'r Cr	- 7:- C-1						
Business of	r Kesidenc	e Address	(Number a	and Street,	City, State	e, Zip Cod	e)					
Name of A	ssociated l	Broker or l	Dealer									
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	□IN	□IA	□ĸs	□KY	LA	□ME	□MD	□MA	∏МI	MM	□MS	□мо
∏MT ∏RI	□NE □SC	∐NV ∐SD	∏NH ∏TN	∐иJ ∏TX	∏NM ∐UT	∏NY ∏VT	□NC □VA	□ND □WA	□oн □wv	∏ok ∏wi	□OR □WY	□PA □PR
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Type of Security Offering Price Already Sold 0.00 Debt \$ \$ 0.00Equity ☐ Common ☐ Preferred 0.00 Convertible Securities (including warrants) \$1,210,415,000 \$328,500,000 Partnership Interests Other (Specify _____)..... \$ 0.00 \$1,210,415,000* \$328,500,000 Total...... * Ongoing-Answer also in Appendix, Column 3, if filing under ULOE. estimate 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number of **Dollar Amount** of Purchases Investors 43 Accredited Investors \$ Non-accredited Investors \$ Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of offering

Type of

Security

Dollar

Amount Sold

	,	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES	AND USE OF	PROCEEDS	
4. '	a.	Furnish a statement of all expenses in connection with the issuance and Exclude amounts relating solely to organization expenses of the issuer. future contingencies. If the amount of an expenditure is not known, furnis the estimate.	may be given as subject to		
		Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total		S S S S S S S S S S	
	b.	Enter the difference between the aggregate offering price given in response — Question 1 and total expenses furnished in response to Part C — Question difference is the "adjusted gross proceeds to the issuer."	4.a. This	\$ <u>1,208,415,000*</u> *Ongoing- no maximum	
5.	be fur list	licate below the amount of the adjusted gross proceeds to the issuer used or proused for each of the purposes shown. If the amount for any purpose is no nish an estimate and check the box to the left of the estimate. The total of the ed must equal the adjusted gross proceeds to the issuer set forth in response to estion 4.b above.	t known, payments		
			Payments of Officers, Directors of Affiliates	&	
	Sal	laries and fees	□ \$	□ \$	
		rchase of real estate	\$	<u> </u>	
		rchase, rental or leasing and installation of machinery and equipment	□ \$	<u> </u>	
		nstruction or leasing of plant buildings and facilities	\$	<u> </u>	
	Ac	quisition of other businesses (including the value of securities	<u> </u>		
		volved in this offering that may be used in exchange for the assets	_ ¢	□ \$	
		securities of another issuer pursuant to a merger)	_		
		payment of indebtedness	□ <u>\$</u> □ \$	U \$	
	W	orking capital	∐ ֆ		

\$1,208,415,000

\$1,208,415,000

\$1,208,415,000.00

□ <u>\$</u>
□ \$

 \boxtimes

Other (specify): Real Estate investments

Column Totals

Total Payments Listed (column totals added)

10.1221 (12.12)	DBRAUSICNATURE SERVICE
following signature constitutes an undertaking by the issue	undersigned duly authorized person. If this notice is filed under Rule 505, the er to furnish to the U.S. Securities and Exchange Commission, upon written to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.
Issuer (Print or Type)	Signature Date Date

ML Asian R.E. Fund (T.E.), L.P.

Name (Print or Type)

By: ML Asian R.E. Fund GP, L.P., its general partner

By: ML Asian R.E. Fund GP, L.L.C., its general partner

By: Carlton Schultz

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No ⊠
See Appendix, Column 5, for state response.	
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any Form D (17 CFR 239.500) at such times as required by state law.	state in which this notice is filed, a notice of
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon issuer to offerees.	written request, information furnished by the
4. The undersigned issuer represents that the issuer is familiar with the conditions that m Limited Offering Exemption (ULOE) of the state in which this notice is filed an availability of this exemption has the burden of establishing that these conditions have	nd understands that the issuer claiming the
Limited Offering Exemption (ULOE) of the state in which this notice is filed an	nd understands that the issuer claiming the been satisfied.
Limited Offering Exemption (ULOE) of the state in which this notice is filed an availability of this exemption has the burden of establishing that these conditions have the issuer has read this notification and knows the contents to be true and has duly caused	id understands that the issuer claiming to been satisfied.

APPENDIX 2 3 4 Disqualification under Type of security State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of waiver Investors in State offered in state amount purchased in State granted) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Non-Accredited Accredited **Investors** Investors Yes State Yes No Amount No Amount AL ΑK AZAR CA CO CT DE \boxtimes \$44,915,000 ☒ DC FL GA HI \Box ID IL IN IA KS ΚY LA ME MD MA ΜI MN MS MO MT

	ALLENDIA								
1		2	3		4				5
	to non-a Investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	(2 330 2 3033 2)	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
NE									
NV									
NH									
NJ									
NM									
NY		\boxtimes		1	\$100,000,000				×
NC									
ND									
ОН									
ОК									
OR									
PA		×		1	\$10,000,000				⊠
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